

The Colorado River Historical Society, Inc.
Amended Bylaws
Approved August 14, 2023

ARTICLE I. NAME OF ORGANIZATION

Section 1

Name. The name of this Corporation shall be The Colorado River Historical Society, Inc.

ARTICLE II. CORPORATE PURPOSE

Section 1

Nonprofit Purpose. This Corporation is organized and operated exclusively for religious, charitable, scientific, and educational purposes, no part of the net earnings of which shall inure to the benefit of any private shareholder or individual, and which shall adhere to other requirements for nonprofit organizations under section 501(c)(3) of the Internal Revenue Code.

Nonprofit Mission. The mission of The Colorado River Historical Society shall be to operate a museum to promote interest and knowledge concerning the history of the Lower Colorado River area, most specifically the Tri-state area.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1

A. Special Meetings. Special meetings of the members may be called in writing by the President, a majority of the Board of Directors, or at least one-tenth of the members having voting rights.

B. Annual Meetings. An annual meeting of the members shall be held at the Colorado River Museum building, 1239 Highway 95, Bullhead City, Arizona, on the second Monday of November of each year to elect Directors from a slate of candidates selected by the Nominating Committee and as may be nominated from the floor, and for the transaction of such other business that may come before the meeting. If the election of the Directors is not held on the day designated, the Board of Directors shall cause the election to be held at a special meeting of the members as soon as it is convenient.

Section 2

Section 2

Place of Meetings. The Board of Directors may designate any place within, or without the State of Arizona, for any annual or special meetings of the Membership called by the Board of Directors.

Section 3

Notice of Meeting. Notice of the date, time, and place of each annual or special membership meeting shall be sent to all members at least ten (10) and not more than sixty (60) days before the meeting.

Section 4

Quorum. In a meeting of the members, a quorum shall consist of the number present in good standing.

Section 5

Voting. All issues to be voted on shall be decided by a simple majority of those qualified members present at the meeting where the vote takes place. A qualified member is one who is fully paid and in good standing by thirty days before the meeting. Each historical society membership shall be entitled to one (1) vote. Voting by proxy shall not be allowed.

ARTICLE IV. BOARD OF DIRECTORS

Section 1

General Powers. The Board of Directors shall manage the affairs and property of the Corporation.

Section 2

A. Number, Tenure, Qualifications. The number of Directors shall be nine (9). Each Director shall hold office for three years or until the Director's successor shall have been elected and qualified. The terms of the Directors shall be staggered, with three Directors elected each year. Board members need not be Arizona residents but must be Corporation members. Each member of the Board of Directors shall not miss three (3) consecutive regular meetings of the Board of Directors per year without such absences being excused by a vote of the Board of Directors.

B. Nominating Process. Each year the President shall appoint a Nominating Committee comprised of three members, including one Director, who shall serve as Chairman. Nominations for directors shall be submitted by members in writing, as specified by the Nominating Committee sixty (60) days before the Annual Meeting. The recommended slate of candidates chosen by the Nominating Committee shall be submitted to the October meeting of the Board and with notice to the general Membership at least fifteen (15) days before the Annual Meeting. Notice may be given in the museum newsletter or otherwise. Any member may nominate a candidate from the floor at the Annual Meeting with the permission of the person nominated.

Section 3

A. Regular Meetings. Regular meetings of the Board of Directors shall be held without notice other than by this Bylaw at the museum the second Monday of each month, at 10:00 a.m., October through May.

B. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Arizona, as the place for holding any special meetings of the Board.

C. Annual Meetings. The Annual Meeting of the Board of Directors shall take place without notice other than by this Bylaw immediately after and at the same place as the annual meeting of the members.

Section 4

Notice of Special Meetings. Members of the Board of Directors shall be notified of a special meeting at least five (5) days before the meeting by written or electronic means, including facsimile, email, and text message. Each Director shall be provided with notice at their address as shown in the Corporation records with any delivery charges pre-paid. Such notice shall be considered as received when sent. Proof of hand-delivery, mailing by the U.S. Postal Service, or other transmission shall be proof that the notice was received. Any Director can waive their notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by these Bylaws or the law.

Section 5

Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any Board of Directors meeting. If less than a majority of Directors are present in person or by telephone or electronic means at a meeting, the Directors may adjourn the meeting without further notice.

Section 6

Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise provided by the Bylaws.

Section 7

Vacancies. Any vacancies occurring in the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors at a regular meeting of the Board. A Director elected to fill a vacancy shall be elected for the unfinished term of the Director's predecessor in office.

Section 8

Compensation. Directors, as such, shall not receive payment for their services. A Director may serve the Corporation in any other capacity, other than as an employee of the Corporation, and receive compensation provided that such compensation does not represent the Director's sole income or a material part of the Director's income derived from the service provided.

Section 9

Forfeiture. Any member of the Board of Directors who fails to fulfill any of the Director's requirements as set forth in Section 2 of this Article shall automatically forfeit said Director's seat on the Board. The Secretary shall notify the Director in writing that said Director's seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors removed for failure to attend meetings as set forth in Section 2 of this Article are not entitled to the procedure outlined in Section 10 of this Article.

Section 10

Removal of Director. Any member of the Board of Directors may be removed, with or without cause, at any time by a vote of two-thirds of the Board of Directors if, in their judgment, removal would be in the Corporation's best interest. Each member of the Board of Directors

must receive written notice of the proposed removal at least ten (10) days before the proposed action. An officer removed as a member of the Board of Directors shall automatically be removed from office. A member removed under this provision shall not be eligible for reelection or appointment to the Board for one year.

ARTICLE V. OFFICERS

Section 1

Officers. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and such other officers as may be appointed according to the provisions of this Article. The Board of Directors may appoint such other officers as it deems desirable. Such officers shall have the authority and perform the duties prescribed by the Bylaws and Board of Directors. The same person may hold two or more offices except those of the President and Secretary.

Section 2

Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at their regular November meeting following the Annual Membership Meeting. If the election of the officers is not held at such a meeting, the election shall be held as soon after that as convenient. New offices can be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until their successor is elected and qualified unless they resign or are removed.

Section 3

Removal of Officer. Any officer elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment, the Corporation's best interest would be served.

Section 4

Vacancies. A vacancy created by the resignation or removal of any Officer may be filled by a majority vote of the Board of Directors at a regular meeting of the Board. The new Officer shall be elected for the unfinished term of their predecessor.

Section 5

President. The President shall be the principal executive Officer of the Corporation and, in general, will supervise and control all members of the Board of Directors. The President can be

the chairperson for standing committees. The President may sign with the Secretary or any other proper officer of the Corporation any deeds, mortgages, bonds, contracts requiring board approval, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing or execution shall be expressly delegated by the Board or these Bylaws or by statute to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and other such duties as may be prescribed by the Board of Directors.

Section 6

Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of the President and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned to him by the President or by the Board of Directors.

Section 7

Secretary. The Secretary shall keep the minutes of the meetings of the Membership and the Board of Directors in one or more books or files provided for that purpose and see that all notices are duly given as provided by these Bylaws or as required by law. In general, the Secretary will perform all duties incident to the office of the Secretary and such other duties assigned to the office by the President or the Board of Directors. The Secretary shall serve as Parliamentarian if no one holds that position.

Section 8

Treasurer. The Treasurer shall have charge, custody of, and be responsible for all funds and securities of the Corporation, receive and give receipt for monies due and payable to the Corporation from any source, and deposit all funds in the name of the Corporation in banks, trust companies or other depositories selected by the Board of Directors. The Treasurer will perform all the duties that the President or the Board of Directors may assign to the Treasurer. Each year at a time specified by the Board of Directors, the Treasurer shall submit a proposed budget for the upcoming fiscal year with supporting financial data. After its review, the Board will make any modifications to the proposed funding as it deems appropriate and approve the budget. In the absence of an audit by an outside accounting firm, the accounts of the Treasurer shall be audited annually by a Committee of at least two (2) other Directors or as may otherwise be provided by the Board of Directors. The auditors shall give the Board of Directors a signed audit report. The President or the Board may order a financial audit such as they deem fit at any time.

ARTICLE VI. STANDING COMMITTEES

Section 1

Appointment of Standing Committees. With the approval of the Board of Directors, the President shall appoint such standing committees as deemed necessary. Such standing committees shall be permanent or for such terms as provided by the Board of Directors.

Section 2

Responsibilities of Standing Committee. The Board of Directors shall provide each standing committee with a detailed list of duties and responsibilities.

ARTICLE VII. SPECIAL COMMITTEES

Section 1

Special Committees. Special committees shall be as authorized and for whatever time the Board of Directors sets.

ARTICLE VIII. FINANCIAL METHODS

Section 1

Financial Obligations. No financial obligation shall be incurred by the Corporation, other than normally recurring expenses or expenses of a nominal amount, expenses specifically approved by the Board of Directors, or expenses included in an approved budget for the period in question.

Section 2

Payment of Bills. The Treasurer shall pay no bills from Corporate funds other than normally recurring expenses, expenses of a nominal amount, expenses specifically approved by the Board of Directors, or expenses included in an approved budget for the period in question.

Section 3

Signature Requirements. All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officers or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors as provided to the bank or financial

institution. In the absence of such a determination, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 4

Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or financial institutions as the Board of Directors shall approve in writing as required by such entity.

Section 5

Gifts. The Board of Directors may accept on behalf of the Corporation contributions, gifts, bequests, or devises for the general purpose or any special purpose of the Corporation. All donations shall solely benefit The Colorado River Historical Society, Inc.

ARTICLE IX. BOOKS AND RECORDS

Section 1

Record Retention. The Corporation shall retain the complete books and records of accounts and minutes of proceedings of meetings, including those of the Membership, Board of Directors, and committees authorized by the Board of Directors. The Corporation shall keep at its registered or principal office a list giving the names and addresses of the members entitled to vote. Any member, or their agent or attorney, may inspect books and records of the Corporation during normal hours of the museum upon request and reasonable notice. Any member of the public may inspect such records as may be provided by federal or state law.

ARTICLE X. MEMBERSHIP

Section 1

Eligibility of Membership. Membership is granted to individuals over eighteen after completion and receipt of a membership application and payment of annual dues.

Section 2

Amount of Membership Dues. The Board of Directors may determine from time to time the categories of membership and the amount of annual dues payable to the Corporation by members.

Section 3

Dues Payment Date. Dues shall be payable on the anniversary date the member joined or by calendar year, as determined by the Board of Directors.

Section 4

Membership Default. Membership is terminated if a member is in default in paying their dues for three (3) months after such dues became payable.

Section 5

Complimentary Memberships. The Board of Directors may issue complimentary memberships as it sees fit. Such members shall not have voting rights.

ARTICLE XI. ORDER OF BUSINESS AT DIRECTORS MEETINGS

Section 1

Order of Business. Unless otherwise provided by the agenda, the order of business at the regular meetings of the Board of Directors and general membership meetings shall be as follows: Call to order, minutes of last meeting, Treasurer's report, reports of other officers, reports of standing and special committees, old business, new business, and adjournment.

ARTICLE XII. AMENDMENTS

Section 1

Articles of Incorporation. The Articles may be amended in any manner by a two-thirds majority of the Directors at any regular or special meetings of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Director at least ten (10) days in advance of such meeting.

Section 2

Bylaws. These Bylaws may be altered, amended, or repealed, or new Bylaws adopted by a two-thirds majority of the Directors at any regular meeting or special meeting if at least ten (10) days written notice is given to all Directors of the intention to alter, amend, repeal, or adopt new Bylaws at such meeting.

ARTICLE XIII. DISSOLUTION

Section 1

Dissolution of the Corporation. The Corporation will use its funds only to accomplish the objectives and purposes specified in these Bylaws. Upon dissolution, after all obligations are met, the Corporation shall pay over any remaining funds to another Arizona nonprofit corporation, as chosen by the Board of Directors, that is qualified under IRS Sec 501(c)(3) with similar objectives and purposes as The Colorado River Historical Society, Inc.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

Section 1

Roberts Rules of Order. At an Annual Meeting of the Board of Directors, the Board shall specify, with particularity, the edition and publisher of the Roberts Rules of Order to be used as authority for the parliamentary procedure of the Corporation, which shall remain in effect until changed by the Board at a subsequent meeting.

ADOPTION OF BYLAWS

We, the undersigned, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 10 pages, as the amended Bylaws of this Corporation.

Adopted and approved by the Board of Directors on this ____ day of August 2023.

Karole Finkelstein, President

Ralph Patterson, Vice-President

Ellen Brown, Secretary

Carla Lucas, Treasurer

Robbie Adams, Director

Barbara Brandt, Director

James Lucas, Director

Laurie Thompson, Director

Denise Vallon, Director

ARTICLE XIII. DISSOLUTION

Section 1

Dissolution of the Corporation. The Corporation will use its funds only to accomplish the objectives and purposes specified in these Bylaws. Upon dissolution, after all obligations are met, the Corporation shall pay over any remaining funds to another Arizona nonprofit corporation, as chosen by the Board of Directors, that is qualified under IRS Sec 501(c)(3) with similar objectives and purposes as The Colorado River Historical Society, Inc.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

Section 1

Roberts Rules of Order. At an Annual Meeting of the Board of Directors, the Board shall specify, with particularity, the edition and publisher of the Roberts Rules of Order to be used as authority for the parliamentary procedure of the Corporation, which shall remain in effect until changed by the Board at a subsequent meeting.

ADOPTION OF BYLAWS

We, the undersigned, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 10 pages, as the amended Bylaws of this Corporation.

Adopted and approved by the Board of Directors on this 14th day of August 2023.

Karole Finkelstein, President

Karole Finkelstein, President

Ralph Patterson

Ralph Patterson, Vice-President

Ellen Brown

Ellen Brown, Secretary

Carla Lucas

Carla Lucas, Treasurer

Carolyn "Robbie" Adams

Robbie Adams, Director

Barbara Brandt

Barbara Brandt, Director

James Lucas

James Lucas, Director

Laurie Thompson

Laurie Thompson, Director

Denise Vallon

Denise Vallon, Director